**Notice of Exempt** Offering of Securities

# U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB Number: 323S-0076 Expires: December 31, 2008

Estimated average burden hours per response: 4.00

Intentional misstatements o	r omissions of fact const	itute federal criminal vio	lations. See 18 U.S.C. 1001.
Intentional misstatements of Item 1. Issuer's Identity  Name of Issuer  Manulife Financial Corporation  Jurisdiction of Incorporation/Organization  Canada  Year of Incorporation/Organization (Select one)  Over Five Years Ago  Within Last Five Years (specify year)  (If more than one issuer is filling this notice, check Item 2. Principal Place of Business and Street Address 1	Previous Name(s)  Yes  this box and identify	None  08070918  to Be Formed	Entity Type (Select one)  Corporation  Limited Partnership  Limited Liability Company  General Partnership  Business Trust  Other (Specify)
200 Bloor Street East			
Clty	ate/Province/Country	ZIP/Postal Code M4W1E5	PROGESSED  (416) 926-3000  JAN 0 8 2009
Last Name	Fírst Name		THOMEONREUIERS
Bennett	Gail		C.A.
Street Address 1		Street Address 2	E.r.
200 Bloor Street East			SEC Mail Processing
	e/Province/Country	ZIP/Postal Code	Section
Toronto	ario/Canada	M4W1E5	
Relationship(s): Executive Officer X D	irector Promoter		<u> </u>
Clarification of Response (if Necessary)			Washington, DC
· <u> </u>	•		and attaching Item 3 Continuation Page(s).
Banking and Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select on type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the investment Company under the Investment Company Company of the Investment Company of the Investm	Energy Coal M Enviro Enviro Oil & e fund Other Health Ca Bloteo Health Hospit Pharm Other	Energy  re thnology Insurance tals & Physcians aceuticals Health Care turing	REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
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Washington, DC 20549

### Item 3 Continuation Page

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200 Bloor Stree	t East			
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Clarification of Responses Interest Address 1 200 Bloor Street	ponse (If Necessary)	First Name Richard		<del>_</del>
Last Name  De Wolfe  Street Address 1  200 Bloor Street	ponse (If Necessary)	First Name Richard  State/Province/Country	ZIP/Postal Code	<del>_</del>
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Washington, DC 20\$49

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Dineen, Jr.	Robert		E.
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200 Bloor Street East		1	
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Hand  Street Address 1  200 Bloor Street East  City  Toronto  Relationship(s): Executive Office  Clarification of Response (If Necessary)  Last Name  Harding	State/Province/Country Ontario/Canada	ZIP/Postal Code M4W1E5	M
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Last Name	First Name		Middle Name
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oronto	Ontario/Canada	M4W1E5	
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Last Name	First Name		Middle Name
Thiessen	Gordon		G.
Street Address 1		Street Address 2	
200 Bloor Street East			
City	State/Province/Country	ZIP/Postal Code	
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Street Address 1		Street Address 2	
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Last Name	First Name		Middle Name
Boyle	James		R.
Street Address 1		Street Address 2	
200 Bloor Street East			
City	State/Province/Country	ZIP/Postal Code	
Toronto	Ontario/Canada	M4W1E5	
Relationship(s): X Executive Offi	cer Director Promoter	<u> </u>	
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Last Name	First Name		Middle Name
Cook	Robert		A
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200 Bloor Street East			
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Relationship(s): X Executive Official Executive Off	First Name  Joseph  State/Province/Country  Ontario/Canada  cer Director Promoter	Street Address 2  ZIP/Postal Code  M4W1E5	
Relationship(s): Executive Offi Clarification of Response (If Necessary Last Name Cooper Street Address 1 200 Bloor Street East City Foronto	First Name  Joseph  State/Province/Country  Ontario/Canada  cer Director Promoter	Street Address 2  ZIP/Postal Code  M4W1E5	
Relationship(s): X Executive Official Executive Off	First Name  Joseph  State/Province/Country  Ontario/Canada  cer Director Promoter	Street Address 2  ZIP/Postal Code  M4W1E5	
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# **Item 3 Continuation Page**

Last Name	First Name		Middle Name
DesPrez III	John		D.
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200 Bloor Street East			
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Last Name Rubenovitch Street Address 1 200 Bloor Street East	State/Pi	First Name	Street Address 2  ZIP/Postal Code  M4W1E5		Н.	
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lelationship(s): X Executive Official Executive Off	State/P Ontari	First Name Peter  rovince/Country o/Canada  ctor Promoter  First Name	ZIP/Postal Code M4W1E5;		H.  Middle Name	
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Relationship(s): X Executive Official Executive Off	State/Pi	First Name Peter  rovince/Country o/Canada  ctor Promoter  First Name  Warren	ZIP/Postal Code M4W1E5  Street Address 2		H.  Middle Name	

(Copy and use additional copies of this page as necessary.)
Form D 9

# U.S. Securities and Exchange Commission

Washington, DC 20549 Item 5. Issuer Size (Select one) Revenue Range (for issuer not specifying "hedge" Aggregate Net Asset Value Range (for issuer or "other investment" fund in Item 4 above) specifying "hedge" or "other investment" fund in Item 4 above) OR No Aggregate Net Asset Value No Revenues \$1 - \$1,000,000 () \$1 - \$5,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$25,000,001 - \$100,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000 Decline to Disclose Decline to Disclose Not Applicable Not Applicable (Select all that apply) Item 6. Federal Exemptions and Exclusions Claimed Investment Company Act Section 3(c) Rule 504(b)(1) (not (i), (ii) or (iii)) Section 3(c)(9) Section 3(c)(1) Rule 504(b)(1)(i) Section 3(c)(10) Section 3(c)(2) Rule 504(b)(1)(ii) Section 3(c)(11) Section 3(c)(3) Rule S04(b)(1)(iii) Section 3(c)(4) Section 3(c)(12) Rule 505 Section 3(c)(13) Section 3(c)(5) Rule 506 Section 3(c)(6) Section 3(c)(14) Securities Act Section 4(6) Section 3(c)(7) Item 7. Type of Filing New Notice OR Amendment Date of First Sale in this Offering: |12/11/08 First Sale Yet to Occur OR Item 8. Duration of Offering Does the issuer intend this offering to last more than one year? Yes 🔀 No Item 9. Type(s) of Securities Offered (Select all that apply) ■ Equity Pooled Investment Fund Interests ☐ Tenant-in-Common Securities Debt Mineral Property Securities Option, Warrant or Other Right to Acquire Other (Describe) Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Item 10. Business Combination Transaction Is this offering being made in connection with a business combination ☐ Yes |X No transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary)

# U.S. Securities and Exchange Commission Washington, DC 20549

Item 11. Minimum (nvestment	
Minimum investment accepted from any outside investor \$ 0	
Item 12. Sales Compensation	
Recipient Recip	ient CRD Number
Scotia Capital (USA) Inc.	☐ No CRD Number
(Associated) Broker or Dealer X None (Associated)	ciated) Broker or Dealer CRD Number
	No CRD Number
Street Address 1 Street	Address 2
1 Liberty Plaza 165 B	roadway
City State/Province/Countr	<u> </u>
New York NY / USA	
IL	XIGE X DG X II
Item 13. Offering and Sales Amounts	hecking this box and attaching Item 12 Continuation Page(s)
Tem 13. Ottering and Sales Amounts	
(a) Total Offering Amount \$ CDN 60,166,772	OR Indefinite
(b) Total Amount Sold \$ CDN 60,166,772	
(c) Total Remaining to be Sold (Subtract (a) from (b))	OR Indefinite
Clarification of Response (If Necessary)	
	,
Item 14. investors	
Check this box if securities in the offering have been or may be sold to p number of such non-accredited investors who already have invested in the	ersons who do not qualify as accredited investors, and enter the offering:
Enter the total number of investors who already have invested in the offeri	ng: 43
Item 15. Sales Commissions and Finders' Fees Expense	s
Provide separately the amounts of sales commissions and finders' fees expecheck the box next to the amount.	nses, if any. If an amount is not known, provide an estimate and
Sales Co	nmissions \$ CDN 2,105,837.02
Clarification of Response (if Necessary) Fin	ders' Fees \$ Estimate
CDN \$0.679 per share sold	

### U.S. Securities and Exchange Commission

Washington, DC 20549

### **Item 12 Continuation Page**

### Item 12. Sales Compensation (Continued)

Recipient	Reciplent CRD Number	<del>.</del>
BMO Capital Markets Corp.	16686	No CRD Number
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	r 
	}	No CRD Number
Street Address 1	Street Address 2	
3 Times Square		
City State/Prov	vince/Country ZIP/Postal Code	
New York NY / USA	10036	
States of Solicitation	ME MD MA MI	MN MS MO
RI SC SD TN TX UT		]WI WY PR
Recipient	Recipient CRD Number	☐ No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Numbe	_1
(Associated) Blokel of Debies Trone	103300 at Cay at Oker Of Dealer Chib (4011)De	No CRD Number
Street Address 1	Street Address 2	
	The street Address 2	
City State/Prov	Ince/Country ZIP/Postal Code	
States of Solicitation All States		or and the second and second second
IL IN IA KS KY LA	ME MD MA MI	MN MS MO
- Will Direction of the property State		
RI SC SD TN TX UT		WI WY PR
<del> </del>		<del></del> -

### U.S. Securities and Exchange Commission

Washington, DC 20549

tem 16. Use of Proceeds			
Provide the amount of the gross proceeds of the offering that has been used for payments to any of the persons required to be named as directors or promoters in response to Item 3 above. If the amount is unstimate and check the box next to the amount.	s executive officers, 🖇 🗀		Estimate
Clarification of Response (if Necessary)			
Signature and Submission			
Please verify the information you have entered and review the	e Terms of Submission be	elow before signing an	d submitting this notice.
Terms of Submission. In Submitting this notice, each	identified issuer is:		
Notifying the SEC and/or each State in which this nundertaking to furnish them, upon written request, in according the secretary of the state in which the issuer maintains its principal place of liprocess, and agreeing that these persons may accept service such service may be made by registered or certified mail, in against the Issuer in any place subject to the jurisdiction of tractivity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Exc. Company Act of 1940, or the Investment Advisers Act of 1945 State in which the Issuer maintains its principal place of busing that, if the Issuer is claiming a Rule 50S ethe reasons stated in Rule SOS(b)(2)(iii).	dance with applicable lave SEC and the Securities A business and any State in e on its behalf, of any notion any Federal or state action he United States, if the act he subject of this notice, a change Act of 1934, the Te O, or any rule or regulation ness or any State In which	v, the information furnal distribution for the second of t	ished to offerees.* legally designated officer of ed, as Its agents for service of g, and further agreeing that eeding, or arbitration brought bitration (a) arises out of any ectly or indirectly, upon the 939, the Investment tatutes; or (ii) the laws of the
* This undertaking does not affect any limits Section 102(a) of the N 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to rec "Covered securities" for purposes of NSMIA, whether in all instances routinely require offering materials under this undertaking or other so under NSMIA's preservation of their anti-fraud authority.	quire information. As a result or due to the nature of the o	if the securities that are offering that is the subject	the subject of this Form D are t of this Form D, States cannot
Each identified issuer has read this notice, knows the content undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)			<b>be</b> signed on its behalf by the natures of issuers identified
Issuer(s)	Name of Signer		
Manulife Financial Corporation	Peter Levitt		
Signature	Title		LIND
T/M >	Senior Vice Preside	ent and Treasurer	
			Date
Number of continuation pages attached:			Dec. 22/08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.